

OSTER
Researching Services
12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

April 21, 1999

RECORDATION NO. 22119

FILED

APR 21 '99

9-15 AM

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Railroad Equipment Lease Agreement dated 3/19/99 between the following parties:

Lessor: DJJ Transportation Services, Inc.
Post Office Box 1078
Cincinnati, OH 45201

Lessee: Ohio Central Railroad
136 South Fifth Street
Coshocton, OH 43812

The equipment included in this transaction is as follows:

Equipment: 20, Railcars
CUOH 3000-3019

Please record this agreement as a primary document. The filing fee of \$26 is enclosed. Thank you.

Sincerely,

Mary Ann Oster
Mary Ann Oster
Research Consultant

Enclosures

Mary Ann Oster

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

APR 21 '99

9-15 AM

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 19th day of March, 1999, is intended to evidence the lease dated as of March 19, 1999 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **OHIO CENTRAL RAILROAD**, an Ohio corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the twenty (20) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

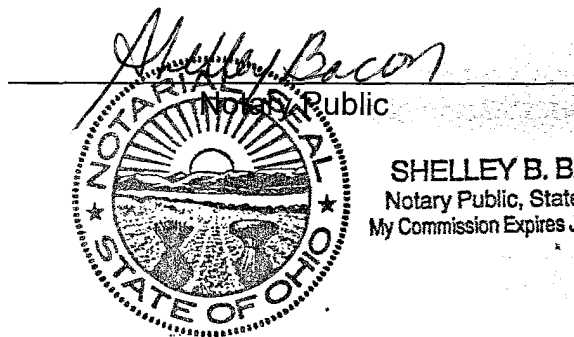
DJJ TRANSPORTATION SERVICES, INC.**OHIO CENTRAL RAILROAD**By: Paul E. LoebigBy: William A. Strawn IIName: Paul E. LoebigName: William A. Strawn IITitle: Vice PresidentTitle: PresidentDate: March 19, 1999Date: March 31, 1999

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 19th day of March, 1999, by Paul E. Loebig, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

July 22, 2002



STATE OF OHIO)
)
COUNTY OF COSHOCTON) SS:

The foregoing instrument was acknowledged before me this 31st day of March, 1999, by William A. Strawn, II, the President of Ohio Central Railroad , an Ohio corporation, on behalf of the corporation.



KIMBERLY R. WRIGHT
Notary Public, State of Ohio
My Commission Expires
July 2nd, 2003

Kimberly R. Wright
Notary Public

My Commission expires:

July 2, 2003

EXHIBIT A

To the Memorandum of Lease dated March 19, 1999, between DJJ Transportation Services, Inc. and Ohio Central Railroad.

DESCRIPTION OF UNITS

Twenty (20) railcars bearing reporting marks as follows:

CUOH 3000 – 3019, inclusive